

TAB 13

CITY OF LONDON

}SS

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

SHARON HAUGH,

Plaintiff,

v.

SCHRODERS PLC, SCHRODERS
INCORPORATED, AND SCHRODER
INVESTMENTS (BERMUDA) LIMITED,

Defendants.

Index No. 600651/03

Lowe, J.

SUPPLEMENTAL AFFIDAVIT OF FRANCIS NEATE

FILED

DEC - 4 2003

I, Francis Neate, hereby depose and say:

COUNTY CLERK'S OFFICE
NEW YORK

1. I am the Group Legal Advisor of Schroders plc. I make this supplemental affidavit in support of the motion to dismiss Schroders plc for lack of this Court's personal jurisdiction.

2. Schroders plc's direct subsidiary, Schroder Holdings plc (a UK corporation), owns Schroder International Holdings Limited (a UK corporation), which in turn owns Schroder U.S. Holdings, Inc. (a United States company). Schroder U.S. Holdings, Inc. is the sole owner of Schroder Investment Management North America, Inc. ("SIMNA").

3. I have read the Affidavit of Sharon Haugh which Ms. Haugh submitted in opposition to the motion to dismiss Schroders plc. Ms. Haugh's affidavit states incorrectly that Schroders plc has been involved in different ways in the business of SIMNA. Specifically, her

misstatements can be explained by her use of the term "Schroders" not to mean Schroders plc (as it is defined in her affidavit), but to mean the collection of corporations which between them constitute the Schroders group of companies, not Schroders plc.

4. Schroders plc itself is a holding company only. It manages no financial products and has no global assets management business. For this reason, SIMNA never has been responsible for soliciting clients to invest in financial products managed by Schroders plc, and never originated global assets managed by Schroders plc. It makes no sense for Ms. Haugh to state that SIMNA solicited clients or originated global assets for "Schroders," unless by "Schroders" she means some other corporation in the Schroders group of companies.

5. Ms Haugh also states that "Schroders" signed a Memorandum of Understanding ("MoU") on February 4, 2000. As evidenced by the attached certificates, Schroders plc did not exist at all before it was incorporated on 14 January 2000 (under the name Granard plc) following which it changed its name three times and only acquired the name "Schroders plc" on 18 April 2000. The MoU was signed by the company now called Schroder Holdings plc, which is not a party to this action.

6. The Schroders Group Management Committee, of which Ms. Haugh was a member, at present comprises 15 individuals who are senior executives and directors of or employed by various Schroders companies. None of them is employed by Schroders plc (nor was Ms. Haugh). Only 5 of them are directors of Schroders plc, which has 8 other non-executive directors, none of whom is a member of the Group Management Committee.

7. SIMNA has no role in the operations of Schroders plc because Schroders plc has no operations other than the holding of shares in and supervision of the activities of its

subsidiaries and associated companies. SIMNA is not authorized to contractually bind Schroders plc.

8. Schroders plc and SIMNA maintain strict and separate corporate formalities.

9. SIMNA has its own duly elected officers and board of directors. It conducts separate board meetings and maintains separate minutes of such meetings. Only one Director of Schroders plc is a Director of SIMNA. They have no other directors in common.

10. Schroders plc and SIMNA maintain separate financial records.

11. Transactions between SIMNA and Schroders plc, if any, are conducted on an "arms length" basis and are recorded by appropriate entries in the books and records of the companies in accordance with generally recognized accounting principles.

I swear under penalty of perjury that the foregoing is true and correct.

Francis Neete

Francis Neete

Date: 13th June 2003

SUBSCRIBED AND SWORN to by the above-named deponent at Princes House, 95 Gresham Street in the City of London, England on the 13th day of June 2003 before me:-

Sophie Jenkins up.

Notary Public London, England (Sophie J. Jenkins)

My Commission expires at Death

Saville & Co.
- Notaries -
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088



This is the Exhibit marked "FWN 1" referred to in the Affidavit of FRANCIS WEBB
NEATE sworn before me this thirteenth day of June two thousand and three.

Sophie Jenkins np.

Notary Public London, England (Sophie J. Jenkins)

My Commission expires at Death

Saville & Co.
-Notaries -
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3909886

The Registrar of Companies for England and Wales hereby certifies that

NEW SCHRODERS PLC

having by special resolution changed its name, is now incorporated
under the name of

SCHRODERS PLC

Given at Companies House, Cardiff, the 18th April 2000

A handwritten signature in black ink, appearing to read 'S. L. Williams'.

Mr. S. L. Williams

For The Registrar Of Companies



This is the Exhibit marked "FWN 2" referred to in the Affidavit of FRANCIS WEBB
NEATE sworn before me this thirteenth day of June two thousand and three.

Sophie Jenkins n.p.

Notary Public London, England (Sophie J. Jenkins)

My Commission expires at Death

Saville & Co.
- Notaries -
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3909886

The Registrar of Companies for England and Wales hereby certifies that

SCHRODER HOLDINGS PLC

having by special resolution changed its name, is now incorporated
under the name of

NEW SCHRODERS PLC

Given at Companies House, London, the 18th February 2000

A handwritten signature in dark ink, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



This is the Exhibit marked "FWN 3" referred to in the Affidavit of FRANCIS WEBB
NEATE sworn before me this thirteenth day of June two thousand and three.

Sophie Jenkins ny.

Notary Public London, England (Sophie J. Jenkins)

My Commission expires at Death

Saville & Co.
- Notaries -
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088

"FWN 3"



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3909886

The Registrar of Companies for England and Wales hereby certifies that

GRANARD PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated
under the name of

SCHRODER HOLDINGS PLC

Given at Companies House, London, the 19th January 2000

N. Richards.

MR. N. RICHARDS

For The Registrar Of Companies



This is the Exhibit marked "FWN 4" referred to in the Affidavit of FRANCIS WEBB
NEATE sworn before me this thirteenth day of June two thousand and three.

Sophie Jenkins *np.*

Notary Public London, England (Sophie J. Jenkins)

My Commission expires at Death

Saville & Co.
-Notaries-
Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Fax: +44 (0)20 7920 0088



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 3909886

The Registrar of Companies for England and Wales hereby certifies that

GRANARD PUBLIC LIMITED COMPANY

is this day incorporated under the Companies Act 1985 as a public company and that the company is limited.

Given at Companies House, London, the 14th January 2000

N. Richards.

MR. N. RICHARDS

For The Registrar Of Companies

